

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
COMPUTE NORTH HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 22-90273 (MI)
)	
Debtors.)	(Jointly Administered)
)	Re: Docket Nos. 91, 256, 582 & 583

NOTICE OF REVISED PROPOSED ORDER

(I) APPROVING THE SALE OF CERTAIN ASSETS OF COMPUTE NORTH MEMBER LLC TO US DATA KING MOUNTAIN LLC FREE AND CLEAR OF CERTAIN LIENS, CLAIMS, AND ENCUMBRANCES, (II) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS IN CONNECTION THEREWITH, AND (III) GRANTING RELATED RELIEF (U.S. DATA GROUP, INC.)

PLEASE TAKE NOTICE THAT:

1. On September 26, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a motion [Docket No. 91] (the “Sale Motion”)² seeking, among other things, approval of the sale of all or substantially all or any subset of the Debtors’ assets.
2. On October 24, 2022, the Court entered an order [Docket No. 256] (the “Bidding Procedures Order”) approving certain bidding procedures in connection with the proposed sale of the Debtors’ assets pursuant to the Sale Motion.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Sale Motion.

3. On November 25, 2022, the Debtors have filed the *Notice of Successful Bidder for JV Assets* [Docket No. 582] (the “Successful Bidder Notice”), notifying parties in interest that, pursuant to the Bidding Procedures Order, the Debtors have designated U.S. Data Group, Inc. or its designee, including an affiliate formed for purposes of taking title to the JV Assets (defined below), (the “Purchaser”) as the Successful Bidder for Debtor Compute North Member LLC’s 50 percent membership interest in non-Debtor TZRC LLC (together with any related executory contracts or unexpired leases to be designated by the Purchaser, the “JV Assets”).

4. On November 25, 2022, the Debtors filed the *Notice of Proposed Order (I) Approving the Sale of Certain Assets of Compute North Member LLC to U.S. Data King Mountain LLC Free and Clear of Certain Liens, Claims, and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief (U.S. Data Group, Inc.)* [Docket No. 583] (the “Sale Order Notice”).

5. A proposed form of order approving the sale of the JV Assets to the Purchaser was attached to the Sale Order Notice as Exhibit A (the “Initial Proposed Order”).

6. The Debtors hereby file a revised proposed form of order, attached hereto as Exhibit A (the “Revised Proposed Order”) approving the sale of the JV Assets to the Purchaser, which incorporates certain changes agreed upon by the parties. For the convenience of the Court and parties in interest, a redline of the Revised Proposed Order marked against the Initial Proposed Order is attached hereto as Exhibit B.

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Dated: November 29, 2022
Houston, Texas

/s/ James T. Grogan III

PAUL HASTINGS LLP

James T. Grogan III (TX Bar No. 24027354)
600 Travis Street, 58th Floor
Houston, Texas 77002
Telephone: (713) 860-7300
Facsimile: (713) 353-3100
Email: jamesgrogan@paulhastings.com

-and-

Luc Despins (admitted *pro hac vice*)
Sayan Bhattacharyya (admitted *pro hac vice*)
Daniel Ginsberg (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
Facsimile: (212) 319-4090
Email: lucdespins@paulhastings.com
sayanbhattacharyya@paulhastings.com
danielginsberg@paulhastings.com

-and-

Matthew Micheli (admitted *pro hac vice*)
Michael Jones (admitted *pro hac vice*)
71 South Wacker Drive, Suite 4500
Chicago, Illinois 60606
Telephone: (312) 499-6000
Facsimile: (312) 499-6100
Email: mattmicheli@paulhastings.com
michaeljones@paulhastings.com

Counsel to the Debtors and Debtors in Possession